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**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

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In re:

CIRCUIT CITY STORES, INC., *et al.*

Debtors.

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Chapter 11

Case No. 08-35653-KRH

(Jointly Administered)

**OMNIBUS RESPONSE OF VONWIN CAPITAL MANAGEMENT, L.P.  
TO DEBTORS' FORTY-EIGHTH, FORTY-NINTH, FIFTIETH AND FIFTY-  
FIRST OMNIBUS OBJECTIONS TO CERTAIN ADMINISTRATIVE EXPENSES  
AND 503(b)(9) CLAIMS AND MOTION FOR (I) AUTHORITY TO SETOFF  
AGAINST SUCH EXPENSES AND CLAIMS AND (II) A WAIVER  
OF THE REQUIREMENT THAT THE FIRST HEARING  
ON ANY RESPONSE PROCEED AS A STATUS CONFERENCE**

VonWin Capital Management, L.P. ("VonWin") hereby submits this Omnibus  
Response to Debtors' Forty-Eighth, Forty-Ninth, Fiftieth And Fifty-First Omnibus  
Objections to Certain Administrative Expenses and 503(b)(9) Claims and Motion for (I)

Authority to Setoff Against Such Expenses and Claims and (II) a Waiver of the Requirement that the First Hearing on any Response Proceed as a Status Conference [Docket Nos. 5211 – 5414](collectively, the “Objections”). In support thereof, VonWin states as follows:

1. VonWin is the owner of administrative claims (the “Claims”) against the Debtors, purchased from the following entities: FCMA, LLC, Salamander Designs, Imagination Entertainment, Digital Innovations and Allsop Inc. (the “Original Claimholders”).
2. In the Objections, the Debtors object to certain of the Claims, a list of which is attached as Schedule A hereto, and seek to set off against the Claims pre-petition Receivables<sup>1</sup> allegedly owed by the Original Claimholders to the Debtors. In the case of the Fifty-First Omnibus Objection, the Debtors seek to temporarily disallow Claim 1373 up to the amount of an alleged Preferential Transfer, pending the return of such alleged Preferential Transfer.
3. Upon information and belief, the Debtors did not serve notice of any of the Objections on the Original Claimholders, nor did the Debtors make a demand on the Original Claimholders for the amounts the Debtors assert are Receivables or Preferential Transfers. Nor have the Debtors commenced any adversary proceedings regarding the alleged Receivables or Preferential Transfers.

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<sup>1</sup> Any capitalized terms not defined herein have the definition set forth in the Objections.

4. VonWin disagrees with the factual aspects of the Debtors' Objections to the Claims, including the amounts the Debtors seek to set off or temporarily disallow. VonWin reserves its right to dispute the factual aspects of the Objections, and to seek discovery relating to the same. Debtors' counsel has confirmed to VonWin's counsel that disputes relating to the factual aspects of the Objections may be reserved at this time.

5. VonWin also supports and joins in the legal arguments set forth in Points B and C of the Response of Averatec/Trigem USA, Inc. to Debtors' Forty-Eighth Omnibus Objection to Certain Administrative Expenses and 503(b)(9) Claims and Motion for (I) Authority to Setoff against Such Expense and Claims and (II) A Waiver of the Requirement that the First Hearing of Any Response Proceed as a Status Conference, filed with this Court on or about November 3, 2009 [Dkt. No. 5415]. The arguments in which VonWin joins relate to the requirement that the Debtors commence an adversary proceeding, the choice of law issue and the inability of the Debtors to set off pre-petition amounts against administrative claims.

6. VonWin also supports and joins in all the legal arguments set forth in PNY Technologies, Inc.'s Response to Debtors' Fifty-First Omnibus Objection to Certain 503(B)(9) Claims [Dkt. No. 5416], and the Response of Onkyo USA Corporation in Opposition to Debtors' (I) Fifty-First Omnibus Objection to Certain 503(B)(9) Claims and (II ) Motion for a Waiver of the Requirement that the First Hearing on Any Response Proceed as a Status Conference [Dkt. No. 5447].

7. VonWin reserves its right to amend and supplement this Response, and incorporate to the extent applicable other responses to the Objections filed by other parties in interest.

WHEREFORE, VonWin respectfully requests that this Court enter an order (a) overruling the Objections, (b) allowing the Claims in their entirety, and (c) granting such other and further relief as the Court deems just and proper.

Dated: November 4, 2009

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**CERTIFICATE OF SERVICE**

I, Juliet Sarkessian, hereby certify that, on November 4, 2009, I caused a true and correct copy of the within and foregoing *Omnibus Response of VonWin Capital Management, L.P. to Debtors' Forty-Eighth, Forty-Ninth, Fiftieth and Fifty-First Omnibus Objections to Certain Administrative Expenses and 503(b)(9) Claims and Motion for (I) Authority to Setoff Against Such Expenses and Claims and (II) a Waiver of the Requirement that the First Hearing on any Response Proceed as a Status Conference* to be served via the Court's ECF system and via e-mail pursuant to Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notices, Case Management, and Administrative Procedures, by e-mailing the Omnibus Response to [circuitcityservice@mcquirewoods.com](mailto:circuitcityservice@mcquirewoods.com) and [project.circuitcity@skadden.com](mailto:project.circuitcity@skadden.com), and by further e-mailing the Omnibus Response directly to the parties listed below:

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